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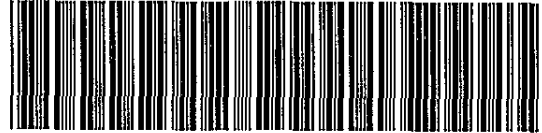
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03 FEB 14 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399

gcsl

EDWARD ALAN BRIAN  
ATTORNEY AT LAW  
3500 N. STATE RD. 7, SUIT 437, LAUDERDALE LAKES, FL 33319  
TELEPHONE: (954) 714-8764

February 10, 2003

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

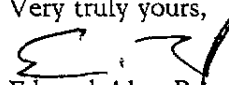
Re: Incorporation of BAY-FRANK, INC.

Dear Sir:

Enclosed is an original and a copy of the Articles of Incorporation for the above proposed corporation, together with a designation of registered agent.

Also enclosed is a check payable to the order of Secretary of State in the amount of \$122.50, representing payment of the \$35.00 filing fee, \$52.00 for the certification of incorporation, and \$35.00 for the designation of registered agent.

Very truly yours,

  
Edward Alan Brian, Esq.

enc.

**ARTICLES OF INCORPORATION**

**OF**

**BAY-FRANK, INC.**

FILED  
03 FEB 14 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. CORPORATE NAME & ADDRESS**

The name of the corporation shall be:

**BAY-FRANK, INC.**

The address of the principal office of this corporation shall be **10354 GREENBRIAR CT., BOCA RATON, FL 33498**, and the mailing address of the corporation shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

### **ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$.01 per share.

### **ARTICLE IV. REGISTERED AGENT NAME & ADDRESS**

The name of the initial registered agent of the corporation shall be:

SHARON FRANKEL

The street address of the initial registered office of the corporation shall be

10354 GREENBRIAR CT., BOCA RATON, FL 33498

### **ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

### **ARTICLE VI. SPECIAL PROVISION**

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S Corporation as defined therein.

### **ARTICLE VII. OFFICERS AND DIRECTORS**

This corporation shall have the following officers and director[s] held by the following person[s], initially. The name and street address of the initial officers and director[s] who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

SHARON FRANKEL	6720 VIA REGINA, BOCA RATON, FL 33432
Dir/Pres	
ERIC SHAVRICK	10146 BROOKVILLE LN, BOCA RATON, FL 33428
Dir/VP	
BAMBI FRANKEL	10354 GREENBRIAR CT., BOCA RATON, FL 33498
Treas./Sec.	

**ARTICLE VIII. PREEMPTIVE RIGHTS**

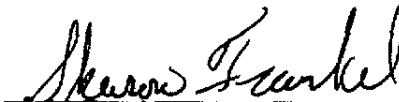
All shareholders of the corporation shall be vested with full preemptive rights.

**ARTICLE IX. INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

SHARON FRANKEL  
10354 GREENBRIAR CT., BOCA RATON, FL 33498

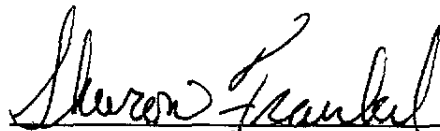
IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation this February 10, 2003.



SHARON FRANKEL

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Having been designated as the Initial Registered Agent in the above and foregoing Articles to accept service of process on the corporation at the initial registered office designated in these Articles, I am familiar with and hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining to the position of Registered Agent under Section 607.0505, Florida Statutes.



SHARON FRANKEL

FILED  
03 FEB 14 AM 9:45  
CLERK OF COURT  
STATE OF FLORIDA